

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF VIRGINIA

MAUREEN HENRY and
E.L. GREENFIELD, Derivatively on
Behalf of Federal Home Loan
Mortgage Corporation,

Plaintiffs,

v.

LELAND C. BRENDSEL, DAVID GLENN,
JOHN GIBBONS, VAUGHN CLARK
and GREGORY PARSEGHIAN,

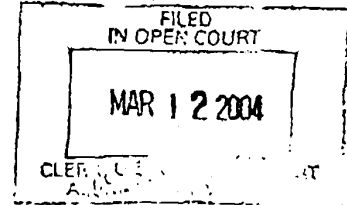
Defendants,

-and-

FEDERAL HOME LOAN MORTGAGE
CORPORATION,

Nominal Defendant.

CASE NO. 03-1539 A (Cacheris)



[PROPOSED] ORDER
APPOINTING LEAD PLAINTIFFS AND LEAD COUNSEL

WHEREAS, this action is brought by Plaintiffs Maureen Henry and E.L. Greenfield ("Plaintiffs") derivatively on behalf of Federal Home Loan Mortgage Corp. ("Freddie Mac"); and

WHEREAS, Plaintiffs have served the Complaint in this action; and

WHEREAS, Freddie Mac has served an Answer to the Complaint; and

WHEREAS, Plaintiffs, having filed the first and currently only derivative action against Freddie Mac in this District and Plaintiff E.L. Greenfield being the only plaintiff in any derivative action to have made a demand on Freddie Mac's Board of Directors pursuant to Va. Code Ann. § 13.1-672.1B and Rule 23.1, Fed. R.Civ. P., submit that

they should be appointed Lead Plaintiffs in connection with any derivative litigation pending in this District and that their counsel be appointed Lead Counsel in this action;

IT IS HEREBY ORDERED, for good cause shown, as follows:

1. Plaintiff Greenfield is hereby appointed Demand Made Lead Plaintiff and Maureen Henry is hereby appointed Demand Excused Lead Plaintiff (collectively "Lead Plaintiffs") for the derivative claims asserted herein for the benefit of Freddie Mac.

2. Lead Plaintiffs' selection of Lead Counsel is hereby approved. Accordingly, Richard D. Greenfield, Esq., is hereby appointed Demand Made Lead Counsel and Jonathan W. Cuneo, Esq., is hereby appointed Demand Excused Lead Counsel (collectively "Lead Counsel") with respect to the derivative claims asserted on behalf of Freddie Mac in this litigation.

3. Lead Counsel are vested by the Court with the following responsibilities and duties:

- a. To coordinate the initiation and conduct of discovery proceedings;
- b. To coordinate the preparation and filing of subsequent pleadings;
- c. To coordinate the briefing and argument of motions;
- d. To initiate and conduct all settlement negotiations with counsel for the Defendants; and
- e. To perform such other duties, including with respect to discovery, as may be negotiated with Defendants or as may be expressly authorized by further order of the Court.

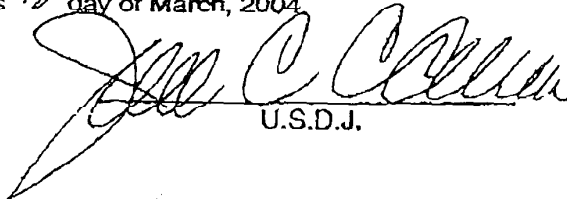
4. Lead Counsel shall perform work assignments in such a manner as to conduct the orderly and efficient prosecution of this litigation and to avoid duplicative or unproductive effort.

5. Lead Counsel shall have the authority to speak for the Lead Plaintiffs in ~~matters regarding pretrial procedure and settlement negotiations. Defendants counsel~~ may rely upon all agreements made with the Lead Counsel or other duly authorized

representative(s) of Lead Plaintiffs and such agreement shall be binding on Lead Plaintiffs.

6. No motion, request for discovery or other pretrial proceeding by or on behalf of Plaintiffs shall be initiated or served by anyone except through Lead Counsel.

SO ORDERED this 12th day of March, 2004.


U.S.D.J.

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing was served via first class mail on this 1st day of April, 2004, to the following:

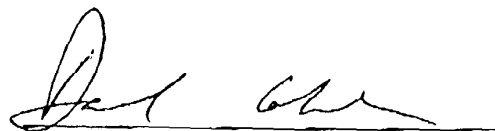
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DATED: April 1, 2004